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WASHINGTON, D.C.

August 14, 2002

**VIA FEDERAL EXPRESS**

Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001  
Attn: Ms. Ellen Keyes

RECORDATION NO. 24078  
AUG 19 2002 2:56 PM  
SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease between, Memorandum of Assignment of Lease and Rents and Memorandum of Commercial Security Agreement between Midwest Railcar Corporation and General Mills Operations, Inc. re: (10) Ten 50' 70-ton Boxcars

Dear Ms. Keyes:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original and one notarized (1) copy of a Memorandum of Lease, dated April 3, 2002, as defined in the Board's Rules for the Recordation of Documents for filing.

The names and addresses of the parties to the enclosed document are:

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062
Lessee:	General Mills Operations, Inc. Number One General Mills Boulevard Minneapolis, MN 55426

A description of the railroad equipment covered by the enclosed documents is:

Ten (10) 50' 70-ton Boxcars equipped with load dividers and single plug doors bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

A short summary of the document to appear in the index follows:

Memorandum of Lease between Midwest Railcar Corporation as Lessor and General Mills Operations, Inc. as Lessor, covering Ten (10) 50' 70-ton Boxcars equipped with

Surface Transportation Board  
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**MILES & STOCKBRIDGE P.C.**

load dividers and single plug doors bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Also, please call (410) 385-3423 to confirm your receipt of the enclosed items.

Very truly yours,

A handwritten signature in black ink, appearing to read "Doti J. Hampton". The signature is fluid and cursive, with the first name "Doti" and last name "Hampton" clearly distinguishable.


Doti J. Hampton  
Legal Assistant

Enclosures

STATE OF MARYLAND  
SS:  
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Lease is a true and complete copy of said Memorandum of Lease.

WITNESS my hand and seal this 14th day of August, 2002.

  
Notary Public

My Commission Expires:

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 20, 2005

RECORDATION NO. 24078 FILED

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MEMORANDUM OF LEASE

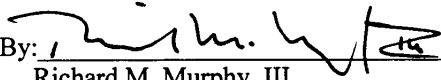
SURFACE TRANSPORTATION BOARD


THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of April 3, 2002 by MIDWEST RAILCAR CORPORATION ("Lessor"), and GENERAL MILLS OPERATIONS, INC. ("Lessee").

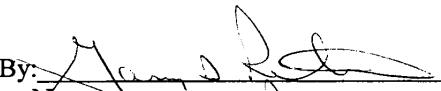
Pursuant to the Railcar Lease by and between Lessor and Lessee dated as of February 15, 2002 ("Lease") certain railcars as described on Exhibit A attached hereto and made a part hereof are under lease to Lessee.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

By:  (SEAL)  
Richard M. Murphy, III  
President

GENERAL MILLS OPERATIONS, INC. 

By:  (SEAL)  
Name: GARY D. PETERSEN  
Title: DIRECTOR OF TRANSPORTATION

STATE OF MINNESOTA, COUNTY OF HENNEPIN, TO WIT:

I HEREBY CERTIFY, that on this 10 day of May, 2002, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Gary Petersen, who acknowledged himself to be Director of Transportation of GENERAL MILLS OPERATIONS, INC., a Minnesota corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Director of Trans. of said corporation by signing the name of the corporation by himself as Director of Trans.

AS WITNESS my hand and notarial seal.

Bonnie L. Cain  
Notary Public

(SEAL)

My Commission Expires:

STATE OF MINNESOTA, COUNTY OF SHERBURNE, TO WIT:

I HEREBY CERTIFY, that on this 10 day of May, 2002, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Richard M. Murphy, III, who acknowledged himself to be a President of MIDWEST RAILCAR CORPORATION, an Illinois corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as President.

AS WITNESS my hand and notarial seal.

David L. Smith  
Notary Public

(SEAL)

My Commission Expires:

9-31-06



EXHIBIT A

DESCRIPTION OF RAILCARS

(10) Ten 50' 70-ton Boxcars equipped with load dividers and single plug doors.

**CAR NUMBERS:**

**MWCX 550035 - 550044**